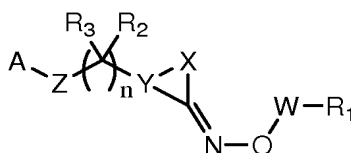


The listing of claims will replace all prior versions, and listings of claims in the application:

**Listing of claims:**

1. (Currently Amended) A compound of Formula I:



in which:

n is 0, 1 or 2;

R<sub>1</sub> is chosen from C<sub>6-10</sub>aryl and C<sub>5-10</sub>heteroaryl; wherein any aryl or heteroaryl of R<sub>1</sub> is optionally substituted by a radical chosen from C<sub>6-10</sub>aryl, C<sub>1-4</sub>alkyl, C<sub>5-6</sub>heteroaryl, C<sub>1-4</sub>alkyl, C<sub>3-8</sub>cycloalkyl, C<sub>1-4</sub>alkyl, C<sub>2-8</sub>heterocycloalkyl, C<sub>1-4</sub>alkyl or C<sub>1-10</sub>alkyl; wherein any aryl, heteroaryl, or cycloalkyl or heterocycloalkyl group of R<sub>1</sub> can be optionally substituted by one to five radicals selected from the group consisting of halo, C<sub>1-10</sub>alkyl, C<sub>1-10</sub>alkoxy, halo-substituted-C<sub>1-10</sub>alkyl and halo-substituted-C<sub>1-10</sub>alkoxy; and any alkyl group of R<sub>1</sub> can optionally have a methylene replaced by an atom or group chosen from S, S(O), S(O)<sub>2</sub>, NR<sub>4</sub> and O; wherein R<sub>4</sub> is chosen from hydrogen or C<sub>1-6</sub>alkyl;

R<sub>2</sub> and R<sub>3</sub> are independently chosen from hydrogen, C<sub>1-6</sub>alkyl, halo, hydroxy, C<sub>1-6</sub>alkoxy, halo-substituted C<sub>1-6</sub>alkyl and halo-substituted C<sub>1-6</sub>alkoxy;

A is chosen from -X<sub>1</sub>C(O)OR<sub>4</sub>, -X<sub>1</sub>OP(O)(OR<sub>4</sub>)<sub>2</sub>, -X<sub>1</sub>P(O)(OR<sub>4</sub>)<sub>2</sub>, -X<sub>1</sub>P(O)OR<sub>4</sub>, -X<sub>1</sub>S(O)<sub>2</sub>OR<sub>4</sub>, -X<sub>1</sub>P(O)(R<sub>4</sub>)OR<sub>4</sub> and 1H-tetrazol-5-yl; wherein X<sub>1</sub> is a bond or C<sub>1-6</sub>alkylene and R<sub>4</sub> is chosen from hydrogen and C<sub>1-6</sub>alkyl;

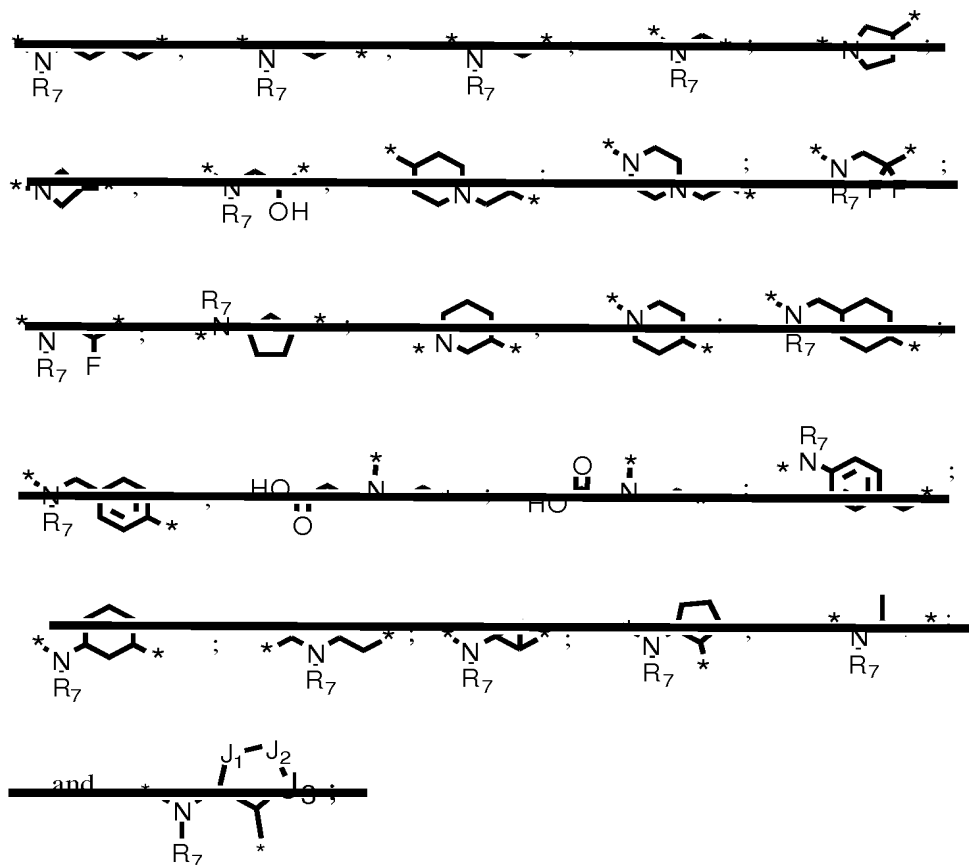
W is methylene chosen from a bond, C<sub>1-6</sub>alkylene and C<sub>2-6</sub>alkenylene;

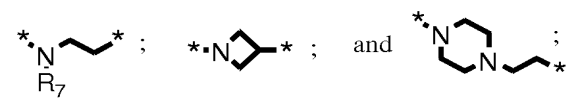
X is chosen from C<sub>2-4</sub>alkylene and C<sub>2-4</sub>alkenylene; wherein one methylene group of X can be replaced with an -O- atom or group chosen from O, S, S(O), S(O)<sub>2</sub> and NR<sub>5</sub>; wherein R<sub>5</sub> is hydrogen, C<sub>1-6</sub>alkyl and C(O)R<sub>6</sub>; wherein R<sub>6</sub> is chosen from hydrogen and C<sub>1-6</sub>alkyl; wherein any alkylene or alkenylene of X can further be substituted by 1 to 3 radicals selected from the group consisting of halo, hydroxy, C<sub>1-6</sub>alkyl, C<sub>1-6</sub>alkoxy, halo-substituted C<sub>1-10</sub>alkyl and halo-substituted C<sub>1-10</sub>alkoxy;

Y is chosen from C<sub>6-10</sub>aryl and C<sub>5-10</sub>heteroaryl, wherein any aryl or heteroaryl of Y can be optionally substituted with 1 to 3 radicals chosen from halo, hydroxy, nitro, C<sub>1-10</sub>alkyl, C<sub>1-10</sub>alkoxy, halo-substituted C<sub>1-10</sub>alkyl and halo-substituted C<sub>1-10</sub>alkoxy;

Z is C<sub>1-6</sub>alkylene; wherein up to two methylene groups of Z can be replaced with divalent radicals chosen from -NR<sub>7</sub>-, C<sub>3-8</sub>cycloalkylene, C<sub>3-8</sub>heterocycloalkylene and phenylene; wherein R<sub>7</sub> is chosen from hydrogen, C<sub>1-6</sub>alkyl and (CH<sub>2</sub>)<sub>1-2</sub>COOH; wherein Z may further be substituted by 1 to 3 radicals chosen from halo, hydroxy, C<sub>1-6</sub>alkyl, C<sub>1-6</sub>alkoxy, halo-substituted-C<sub>1-6</sub>alkyl and halo-substituted-C<sub>1-6</sub>alkoxy; or when a -NR<sub>7</sub>- replaces at least one methylene group of Z, R<sub>7</sub> and Y together with the nitrogen atom to which R<sub>7</sub> is attached, forms C<sub>8-14</sub>heteroarylene; and the pharmaceutically acceptable salts, ~~hydrates, solvates, isomers and prodrugs~~ thereof.

2. (Currently Amended) The compound of claim 2 in which n is 0 or 1 and Z is chosen from:





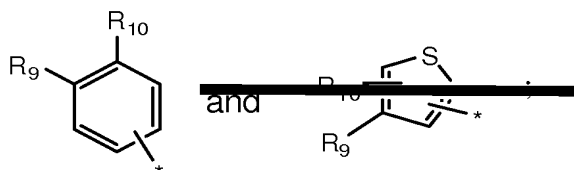
wherein the left and right asterisks of Z indicate the point of attachment between the –  
 [C(R<sub>2</sub>)(R<sub>3</sub>)]<sub>n</sub>– group and A of Formula I, respectively; R<sub>7</sub> is chosen from hydrogen and C<sub>1-6</sub>alkyl;  
~~and J<sub>1</sub>, J<sub>2</sub> and J<sub>3</sub> are independently methylene or a heteroatom selected from the group consisting~~  
~~of S, O and NR<sub>4</sub>; wherein R<sub>4</sub> is hydrogen or C<sub>1-6</sub>alkyl; with the proviso that the number of~~  
~~heteroatoms are 2 or less.~~

3. (Currently Amended) The compound of claim 1 in which R<sub>1</sub> is chosen from phenyl;  
~~naphthyl and thiophenyl~~ optionally substituted by C<sub>6-10</sub>arylC<sub>0-4</sub>alkyl, C<sub>5-6</sub>heteroarylC<sub>0-4</sub>alkyl, C<sub>3-8</sub>  
~~cycloalkylC<sub>0-4</sub>alkyl, C<sub>3-8</sub>heterocycloalkylC<sub>0-4</sub>alkyl or C<sub>1-10</sub>alkyl; wherein any aryl, heteroaryl, or~~  
~~cycloalkyl or heterocycloalkyl group of R<sub>1</sub> can be optionally substituted by 1 to 5 radicals chosen~~  
~~from halo, C<sub>1-10</sub>alkyl, C<sub>1-10</sub>alkoxy, and halo-substituted-C<sub>1-10</sub>alkyl and halo-substituted-C<sub>1-</sub>~~  
~~10alkoxy; and any alkyl group of R<sub>1</sub> can optionally have a methylene replaced by an atom or~~  
~~group chosen from S, S(O), S(O)<sub>2</sub>, NR<sub>4</sub> and O; wherein R<sub>4</sub> is hydrogen or C<sub>1-6</sub>alkyl.~~

4. (Currently Amended) The compound of claim 1 in which Y is chosen from phenyl,  
 pyridine, pyrimidine, thiophene, furan, thiazole and oxazole; each of which can be optionally  
 substituted with 1 to 3 radicals chosen from halo, hydroxy, nitro, C<sub>1-10</sub>alkyl, C<sub>1-10</sub>alkoxy, halo-  
 substituted C<sub>1-10</sub>alkyl and halo-substituted C<sub>1-10</sub>alkoxy.

5. (Currently Amended) The compound of claim 1 in which R<sub>2</sub> and R<sub>3</sub> are both  
 hydrogen and A is ~~chosen from~~ –C(O)OR<sub>4</sub> and 1H-tetrazol-5-yl; wherein R<sub>4</sub> is ~~chosen from~~  
 hydrogen and C<sub>1-6</sub>alkyl.

6. (Currently Amended) The compound of claim 1 in which R<sub>1</sub> is ~~chosen from~~:



wherein the asterisk is the point of attachment of R<sub>1</sub> with W; R<sub>9</sub> is ~~C<sub>6-10</sub>aryl, C<sub>0-4</sub>alkyl, C<sub>3-8</sub>heteroaryl, C<sub>0-4</sub>alkyl, C<sub>3-8</sub>cycloalkyl, C<sub>0-4</sub>alkyl, C<sub>3-8</sub>heterocycloalkyl, C<sub>0-4</sub>alkyl or C<sub>1-10</sub>alkyl~~; wherein any aryl, heteroaryl, cycloalkyl or heterocycloalkyl group of R<sub>9</sub> can be optionally substituted by 1 to 3 radicals chosen from halo, C<sub>1-10</sub>alkyl, C<sub>1-10</sub>alkoxy, halo-substituted C<sub>1-10</sub>alkyl and halo-substituted C<sub>1-10</sub>alkoxy; and any alkyl group of R<sub>9</sub> can optionally have a methylene replaced by an atom or group chosen from S, S(O), S(O)<sub>2</sub>, NR<sub>4</sub> and O; wherein R<sub>4</sub> is hydrogen or C<sub>1-6</sub>alkyl; and R<sub>10</sub> is selected from ~~halo, C<sub>1-10</sub>alkyl, C<sub>1-10</sub>alkoxy, and halo-substituted-C<sub>1-10</sub>alkyl and halo-substituted-C<sub>1-10</sub>alkoxy~~.

7. (Original) The compound of claim 1 chosen from: 3-{{5-(4-cyclohexyl-3-trifluoromethyl-benzyloxyimino)-5,6,7,8-tetrahydro-naphthalen-2-ylmethyl]-amino}-propionic acid; 1-[5-(4-cyclohexyl-3-trifluoromethyl-benzyloxyimino)-5,6,7,8-tetrahydro-naphthalen-2-ylmethyl]-azetidine-3-carboxylic acid; 3-{{6-chloro-4-(4-cyclohexyl-3-trifluoromethyl-benzyloxyimino)-chroman-7-ylmethyl]-amino}-propionic acid; 3-{{3-chloro-5-(4-cyclohexyl-3-trifluoromethyl-benzyloxyimino)-5,6,7,8-tetrahydro-naphthalen-2-ylmethyl]-amino}-propionic acid; 1-[3-Chloro-5-(4-cyclohexyl-3-trifluoromethyl-benzyloxyimino)-5,6,7,8-tetrahydro-naphthalen-2-ylmethyl]-azetidine-3-carboxylic acid; 1-[5-(4-cyclohexyl-3-trifluoromethyl-benzyloxyimino)-3-methoxy-5,6,7,8-tetrahydro-naphthalen-2-ylmethyl]-azetidine-3-carboxylic acid; 3-{{5-(4-cyclohexyl-3-trifluoromethyl-benzyloxyimino)-3-methoxy-5,6,7,8-tetrahydro-naphthalen-2-ylmethyl]-amino}-propionic acid; 3-{{8-(4-cyclohexyl-3-trifluoromethyl-benzyloxyimino)-5,6,7,8-tetrahydro-quinolin-3-ylmethyl]-amino}-propionic acid; 1-[8-(4-cyclohexyl-3-trifluoromethyl-benzyloxyimino)-5,6,7,8-tetrahydro-quinolin-3-ylmethyl]-azetidine-3-carboxylic acid; 3-{{4-[5-(4-cyclohexyl-3-trifluoromethyl-benzyloxyimino)-5,6,7,8-tetrahydro-naphthalen-2-yl]-piperazin-1-yl]-propionic acid; 3-{{1-(4-cyclohexyl-3-trifluoromethyl-benzyloxyimino)-indan-5-ylmethyl]-amino}-propionic acid; 1-[8-(4-cyclohexyl-3-trifluoromethyl-benzyloxyimino)-5,6,7,8-tetrahydro-naphthalen-2-ylmethyl]-azetidine-3-carboxylic acid; 3-{{8-(4-cyclohexyl-3-trifluoromethyl-benzyloxyimino)-5,6,7,8-tetrahydro-naphthalen-2-ylmethyl]-amino}-propionic acid; 3-{{5-(4-cyclohexyl-3-trifluoromethyl-benzyloxyimino)-3-ethyl-5,6,7,8-tetrahydro-naphthalen-2-ylmethyl]-amino}-propionic acid; 3-{{4-(4-cyclohexyl-3-trifluoromethyl-benzyloxyimino)-chroman-6-ylmethyl]-amino}-propionic acid; 3-{{4-(4-cyclohexyl-3-trifluoromethyl-benzyloxyimino)-chroman-7-ylmethyl]-amino}-

propionic acid; 1-[4-(4-cyclohexyl-3-trifluoromethyl-benzyloxyimino)-chroman-7-ylmethyl]-azetidine-3-carboxylic acid; 3-{[4-(4-cyclohexyl-3-trifluoromethyl-benzyloxyimino)-3,4-dihydro-2H-pyrano[2,3-b]pyridin-7-ylmethyl]-amino}-propionic acid; 1-[4-(4-cyclohexyl-3-trifluoromethyl-benzyloxyimino)-3,4-dihydro-2H-pyrano[2,3-b]pyridin-7-ylmethyl]-azetidine-3-carboxylic acid; 1-[4-(4-cyclohexyl-3-methyl-benzyloxyimino)-chroman-7-ylmethyl]-azetidine-3-carboxylic acid; and 3-{[4-(4-cyclohexyl-3-methyl-benzyloxyimino)-chroman-7-ylmethyl]-amino}-propionic acid.

8. (Original) A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 in combination with a pharmaceutically acceptable excipient.

9. (Currently Amended) A method for treating a disease in ~~an animal~~ human in which alteration of EDG/S1P receptor mediated signal transduction can prevent, inhibit or ameliorate the pathology and/or symptomology of the disease, which method comprises administering to the animal a therapeutically effective amount of a compound of Claim 1.

10. (Currently Amended) A method for preventing or treating ~~disorders or diseases mediated by lymphocytes, for treating breast cancer, acute or chronic transplant rejection or T-cell mediated inflammatory or autoimmune diseases, for inhibiting or controlling deregulated angiogenesis, or for treating diseases mediated by a neo-angiogenesis process or associated with deregulated angiogenesis~~ in a subject comprising administering to the subject in need thereof an effective amount of a compound of claim 1, or a pharmaceutically acceptable salt thereof.

11. (Canceled).

12. (Canceled).